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Proposed Attorneys for Debtor-in-Possession

**UNITED STATES BANKRUPTCY COURT**  
**EASTERN DISTRICT OF CALIFORNIA, FRESNO DIVISION**

In re:  
 J & D WILSON AND SONS DAIRY,  
 Debtor-in-Possession.

Case No. 14-10588-B-11

Chapter 11

DC No. KDG-1

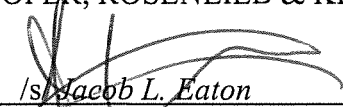
Emergency Hearing Date: February 12, 2014  
 Emergency Hearing Time: 11:30 a.m.  
 Final Hearing Date: To be set  
 Final Hearing Time: To be set  
 Place: United States Bankruptcy Court  
 2500 Tulare Street, Fifth Floor  
 Department B, Courtroom 12  
 Fresno, California  
 Judge: Honorable W. Richard Lee

**EXHIBITS TO MOTION TO USE CASH COLLATERAL  
AND GRANT ADEQUATE PROTECTION**

EXHIBIT	DOCUMENT	PAGE(S)
A	J & D Wilson and Sons Dairy Budget	2
B	UCC-1 Financing Statement filed with the California Secretary of State by Wells Fargo	3-4

Date: February 10, 2014

KLEIN, DeNATALE, GOLDNER,  
 COOPER, ROSENLIB & KIMBALL, LLP

By  /s/ Jacob L. Eaton  
 JACOB L. EATON

Proposed Attorneys for Debtor-in-Possession

**J&D Wilson and Sons Dairy****14-Week Cash Flow through Week-Ended May 18, 2014**

Post-Petition Period Period Start Date Period End Date	Projected						
	1	2	3	4	5	6	7
	2/10/2014	2/24/2014	3/10/2014	3/24/2014	4/7/2014	4/21/2014	5/5/2014
	2/23/2014	3/9/2014	3/23/2014	4/6/2014	4/20/2014	5/4/2014	5/18/2014
<b>Cash - Beginning of Period</b>	\$ 6,637	\$ 47,030	\$ 197,052	\$ 232,817	\$ 361,149	\$ 410,773	\$ 715,176
Calf milk	-	1,000	-	1,000	-	1,000	-
Sale of heifers	-	-	-	-	-	-	-
Water Payment	-	-	-	-	-	-	-
Milk income, net [2]	659,814	806,439	626,574	765,813	669,646	818,457	605,753
Sale of calves	-	8,500	-	8,500	-	8,500	-
Sale of cows/beef income	38,250	38,250	38,250	38,250	38,250	38,250	38,250
Patronage div - CDI	6,972	-	7,331	-	7,181	-	7,181
Patronage Dividend	-	-	-	-	-	200,000	-
<b>Net Cash Inflows</b>	<b>705,035</b>	<b>854,189</b>	<b>672,155</b>	<b>813,563</b>	<b>715,078</b>	<b>1,066,207</b>	<b>651,184</b>
<b>Dairy Expenses</b>							
Fuel and oil	17,600	17,600	17,600	17,600	17,600	17,600	17,600
Grain	324,833	326,897	326,897	328,961	328,961	331,025	331,025
Herd Replacement	85,000	85,000	85,000	85,000	85,000	85,000	85,000
Labor - Dairy	45,000	45,000	45,000	45,000	45,000	45,000	45,000
Supplies and teat dip	-	16,000	-	16,000	-	16,000	-
Repairs and maintenance	7,000	-	7,000	-	7,000	-	7,000
Utilities - Dairy [4]	30,000	33,333	30,000	33,333	30,000	33,333	30,000
Insurance - Life	-	-	-	-	-	-	-
Veterinary and medicine	18,500	-	18,500	-	18,500	-	18,500
Breeding and Semen	5,000	5,500	5,000	5,500	5,000	5,500	5,000
Livestock hauling	520	1,030	520	1,030	520	1,030	520
Deadstock removal	375	-	375	-	375	-	375
Testing and trimming	3,600	2,200	3,600	2,200	3,600	2,200	3,600
Miscellaneous & postage	500	-	500	-	500	-	500
Manure Spreading	2,083	-	2,083	-	2,083	-	2,083
Insurance	18,000	26,358	18,000	26,358	18,000	26,358	18,000
Land Rent	-	12,526	-	12,526	-	12,526	-
Property Taxes	-	-	-	-	27,000	-	-
Payroll Taxes	9,000	9,000	9,000	9,000	9,000	9,000	9,000
<b>Total Dairy Expenses</b>	<b>567,011</b>	<b>580,443</b>	<b>569,075</b>	<b>582,507</b>	<b>598,139</b>	<b>584,571</b>	<b>573,203</b>
<b>Farming Expenses</b>							
Harvesting Costs	-	21,000	-	-	-	21,000	-
Rep and Maint - Farm	2,600	6,000	2,600	6,000	2,600	6,000	2,600
Chemicals & Fertilizers	7,500	7,500	7,500	7,500	7,500	7,500	7,500
Utilities - Farm	-	25,000	-	25,000	-	25,000	-
Testing - Farm	1,500	-	1,500	-	1,500	-	1,500
<b>Total Farming Expenses</b>	<b>11,600</b>	<b>59,500</b>	<b>11,600</b>	<b>38,500</b>	<b>11,600</b>	<b>59,500</b>	<b>11,600</b>
<b>Restructuring Expenses</b>							
503(b)(9) Claims	4,838	4,838	4,838	4,838	4,838	4,838	4,838
Pre-Petition Property Taxes	30,316	-	-	-	-	-	-
Pre-Petition Payroll Taxes	6,241	6,241	6,241	6,241	6,241	-	-
Professional Fees	-	-	-	-	-	50,000	-
US Trustee Fees	-	-	-	-	-	9,750	-
<b>Total Restructuring Expenses</b>	<b>41,395</b>	<b>11,079</b>	<b>11,079</b>	<b>11,079</b>	<b>11,079</b>	<b>64,588</b>	<b>4,838</b>
<b>Debt Service</b>							
Farm Credit - Principal & Interest	42,531	22,444	42,531	22,444	42,531	22,444	42,531
Wells Fargo - Interest Expense	-	27,894	-	27,894	-	27,894	-
Bank of the West	-	627	-	627	-	627	-
Equipment lease - John Deere [1]	2,105	-	2,105	-	2,105	-	2,105
<b>Total Debt Service</b>	<b>44,636</b>	<b>50,965</b>	<b>44,636</b>	<b>50,965</b>	<b>44,636</b>	<b>50,965</b>	<b>44,636</b>
Partner Draw [3]	-	2,179	-	2,179	-	2,179	-
<b>Total Cash Outflow</b>	<b>664,643</b>	<b>704,167</b>	<b>636,390</b>	<b>685,230</b>	<b>665,454</b>	<b>761,803</b>	<b>634,276</b>
<b>Net Cash Flow</b>	<b>40,393</b>	<b>150,022</b>	<b>35,765</b>	<b>128,332</b>	<b>49,623</b>	<b>304,404</b>	<b>16,908</b>
<b>Cash - End of Period</b>	<b>\$ 47,030</b>	<b>\$ 197,052</b>	<b>\$ 232,817</b>	<b>\$ 361,149</b>	<b>\$ 410,773</b>	<b>\$ 715,176</b>	<b>\$ 732,084</b>

[1] John Deere equipment lease comprised of three separate leases for \$7,269.54, \$3,666.98 and \$2,225.88 per month.

[2] Net Milk Proceeds calculated as Gross Milk Proceeds less 2.67% in deductions.

[3] Jim Wilson personal vehicle payments of \$1,537.50 to Ford Credit and \$605.68 to Ally Bank.

[4] Includes adequate assurance payments of \$100,000 paid over 3 months.

Exhibit

A

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**UCC FINANCING STATEMENT**

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

**A. NAME & PHONE OF CONTACT AT FILER [optional]****B. SEND ACKNOWLEDGMENT TO: (Name and Address)**UCC DIRECT SERVICES  
2727 ALLEN PARKWAY  
HOUSTON, TX 77019  
USA

DOCUMENT NUMBER: 21568220002

FILING NUMBER: 09-7201227303

FILING DATE: 07/02/2009 10:59

IMAGE GENERATED ELECTRONICALLY FOR XML FILING  
THE ABOVE SPACE IS FOR CA FILING OFFICE USE ONLY**1. DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (1a or 1b) - do not abbreviate or combine names**

OR	<b>1a. ORGANIZATION'S NAME</b> J & D Wilson and Sons Dairy				
	<b>1b. INDIVIDUAL'S LAST NAME</b>				
<b>1c. MAILING ADDRESS</b> 11720 W. Mt. Whitney		<b>CITY</b> Riverdale	<b>STATE</b> CA	<b>POSTAL CODE</b> 93656	<b>COUNTRY</b> USA
<b>1d. SEE INSTRUCTIONS</b>	<b>ADD'L DEBTOR INFO</b>	<b>1e. TYPE OF ORGANIZATION</b> General Partnership	<b>1f. JURISDICTION OF ORGANIZATION</b> CA	<b>1g. ORGANIZATIONAL ID#, if any</b> <input checked="" type="checkbox"/> NONE	

**2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (2a or 2b) - do not abbreviate or combine names**

OR	<b>2a. ORGANIZATION'S NAME</b>				
	<b>2b. INDIVIDUAL'S LAST NAME</b>				
<b>2c. MAILING ADDRESS</b>		<b>CITY</b>	<b>STATE</b>	<b>POSTAL CODE</b>	<b>COUNTRY</b>
<b>2d. SEE INSTRUCTIONS</b>	<b>ADD'L DEBTOR INFO</b>	<b>2e. TYPE OF ORGANIZATION</b>	<b>2f. JURISDICTION OF ORGANIZATION</b>	<b>2g. ORGANIZATIONAL ID#, if any</b> <input type="checkbox"/> NONE	

**3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - Insert only one secured party name (3a or 3b)**

OR	<b>3a. ORGANIZATION'S NAME</b> Wells Fargo Bank, National Association				
	<b>3b. INDIVIDUAL'S LAST NAME</b>				
<b>3c. MAILING ADDRESS</b> 3300 S. Demaree Street		<b>CITY</b> Visalia	<b>STATE</b> CA	<b>POSTAL CODE</b> 93277	<b>COUNTRY</b> USA

**4. This FINANCING STATEMENT covers the following collateral:**

All accounts, chattel paper (whether electronic or tangible), instruments, promissory notes, documents, general intangibles, payment intangibles, software, letter of credit rights, health-care insurance receivables and other rights to payment of every kind now or at any time hereafter arising out of the business of Debtor, and all goods returned by or repossessed from Debtor's customers. All goods, tools, machinery, furnishings, furniture and other equipment of Debtor now owned or hereafter acquired, wherever located, whether in the possession of Debtor or any other person, and all improvements, replacements, accessions and additions thereto and embedded software included therein. All farm products consisting of crops, including crops produced on trees, vines and bushes and aquatic goods produced in aquacultural operations, all supplies used or produced in Debtor's farming operations, and all products thereof and all replacements and additions thereto, now owned or hereafter acquired by Debtor, wherever any of the same may be located, and all rights to payment pursuant to any federal or state programs relating thereto. All farm products consisting of livestock and poultry, born or

**5. ALT DESIGNATION:** ☐ LESSEE/LESSOR ☐ CONSIGNEE/CONSIGNOR ☐ BAILEE/BAILOR ☐ SELLER/BUYER ☐ AG. LIEN ☐ NON-UCC FILING**6. This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS**  
Attach Addendum [if applicable]**7. Check to REQUEST SEARCH REPORT(S) on Debtor(s)**  
☐ [ADDITIONAL FEE] ☐ [optional] ☐ All Debtors ☐ Debtor 1 ☐ Debtor 2**8. OPTIONAL FILER REFERENCE DATA**

CA-0-37100190-026207

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Exhibit

B

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**UCC FINANCING STATEMENT ADDENDUM**

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

<b>9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT</b>		
9a. ORGANIZATION'S NAME J & D Wilson and Sons Dairy		
OR	9b. INDIVIDUAL'S LAST NAME	FIRST NAME MIDDLE NAME, SUFFIX

<b>10. MISCELLANEOUS:</b>		

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<b>11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names</b>				
11a. ORGANIZATION'S NAME				
OR	11b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX			
11c. MAILING ADDRESS		CITY	STATE	POSTAL CODE COUNTRY
11d. SEE INSTRUCTIONS	ADD'L DEBTOR INFO	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION	11g. ORGANIZATIONAL ID#, If any <input type="checkbox"/> NONE

<b>12. <input checked="" type="checkbox"/> ADDITIONAL SECURED PARTY'S or <input type="checkbox"/> ASSIGNOR S/P'S NAME - Insert only one name (12a or 12b)</b>				
12a. ORGANIZATION'S NAME				
OR	12b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX			
12c. MAILING ADDRESS		CITY	STATE	POSTAL CODE COUNTRY

<b>13. This FINANCING STATEMENT covers <input type="checkbox"/> timber to be cut or <input type="checkbox"/> as-extracted collateral, or is filed as a <input type="checkbox"/> fixture filing.</b> <b>14. Description of real estate:</b>  <b>15. Name and address of RECORD OWNER of above-described real estate (If Debtor does not have a record Interest):</b>		<b>16. Additional collateral description:</b>  unborn, including aquatic goods produced in aquacultural operations, all feed, medicines and other supplies used or produced in Debtor's farming operations, and all products and natural increase thereof and all replacements and additions thereto, now owned or hereafter acquired by Debtor, wherever located. All proceeds of any of the foregoing, including without limitation, all rights to payment with respect to any insurance, including returned premiums, or any claim or cause of action relating to any of the foregoing.  <b>17. Check <u>only</u> if applicable and check <u>only</u> one box.</b> Debtor is a <input type="checkbox"/> Trust or <input type="checkbox"/> Trustee acting with respect to property held in trust or <input type="checkbox"/> Decedent's Estate  <b>18. Check <u>only</u> if applicable and check <u>only</u> one box.</b> <input type="checkbox"/> Debtor is a TRANSMITTING UTILITY <input type="checkbox"/> Filed in connection with a Manufactured-Home Transaction - effective 30 years <input type="checkbox"/> Filed in connection with a Public-Finance Transaction - effective 30 years	
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Exhibit B  
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